

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

March 19, 1996

Recordation No. 19460-B

Dear Mr. Williams:

On behalf of The First National Bank of Boston, as Agent, I submit for filing under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Release of Amended and Restated Security Agreement ("Release"), executed as of MARCH 15, 1996.

The party to the enclosed Release is:

The First National Bank of Boston, — RELEASING PARTY  
as Agent  
100 Federal Street  
Boston, MA 02110

The said Release is a partial release only as to the rolling stock as listed in Schedule A thereto, of all right, title and interest of The First National Bank of Boston, as Agent, from that certain Security Agreement dated as of June 2, 1995, as amended and restated February 8, 1996, (Amended and Restated Security Agreement) filed and recorded with the Interstate Commerce Commission (now Surface Transportation Board) as to the Security Agreement under Recordation No. 19460, and from the Amended and Restated Security Agreement, filed and recorded with the Surface Transportation Board under Recordation No. 19460-A, and the Release should be recorded under the next available letter under Recordation No. 19460, which we believe is -B.

The equipment covered by the enclosed Release is only those units of equipment covered in Schedule A thereto.

A short summary of the Release to appear in the Surface Transportation Board Index is as follows:

"Partial Release of 121 GNWR Coal Hopper Cars."

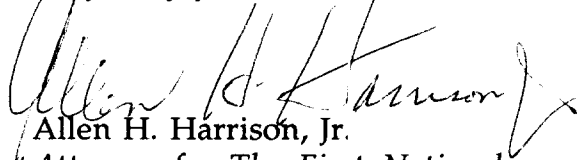
*Counterparts - 2*

MAR 19 11 41 AM '96

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
Attorney for The First National  
Bank of Boston, as Agent, for the  
purpose of this filing.

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

By Hand

8360-020

C-

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

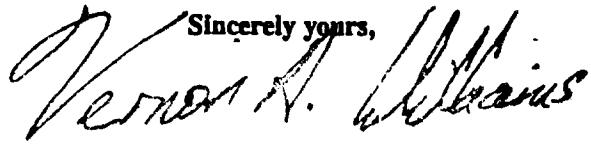
3/19/96

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/96 at 11:45AM , and assigned recordation number(s). 19460-B.

Sincerely yours,

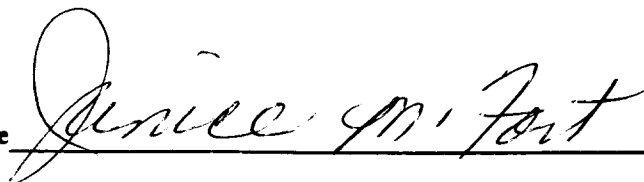


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19460-B

**PARTIAL RELEASE OF  
AMENDED AND RESTATED SECURITY AGREEMENT**

Dated as of June 2, 1995  
Amended and Restated as of February 8, 1996

**WHEREAS, GWI LEASING CORPORATION** (the "Company") and **THE FIRST NATIONAL BANK OF BOSTON**, as agent (the "Agent") for itself and those banks (the "Banks") which are or may become parties to that certain Amended and Restated Revolving Credit and Term Loan Agreement, dated as of June 2, 1995 and amended and restated as of February 8, 1996, as amended (as so amended, the "Credit Agreement") are parties to that certain Amended and Restated Security Agreement, dated as of June 2, 1995 and amended and restated as of February 8, 1996, as amended (as so amended, the "Security Agreement"); and

**WHEREAS**, the Agent, with the consent of the Banks, has agreed to release the lien of the Security Agreement with respect to certain Rolling Stock listed on Schedule A attached hereto;

**NOW, THEREFORE**, in consideration of the foregoing premises, the Agent hereby agrees as follows:

The lien created by the Security Agreement on the Rolling Stock listed on Schedule A attached hereto is hereby released. This Partial Release shall not affect the lien created by the Security Agreement on any Rolling Stock or other assets not listed on Schedule A attached hereto. The Agent hereby reaffirms the lien on all other Rolling Stock and assets not listed on Schedule A attached hereto. Capitalized terms which are used herein without definition and which are defined in the Security Agreement shall have the same meanings herein as in the Security Agreement.

**IN WITNESS WHEREOF**, the Agent has caused this Partial Release to be executed by its duly authorized officer as of the 15<sup>th</sup> day of March, 1996.

**THE FIRST NATIONAL BANK  
OF BOSTON, as Agent**

By: 

Name: Dexter Freeman

Title: Director

Florence Rose  
Notary Public

FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

Schedule A

List of Rolling Stock  
to be Released

GNWR 1001 through 1021, inclusive  
GNWR 1023 through 1108, inclusive  
GNWR 1110 through 1123, inclusive

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

CERTIFICATE OF A TRUE COPY

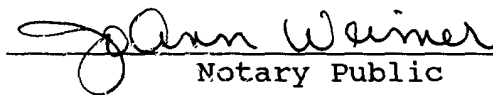
I, Bonny L.Y. Kwoh, a member of the Bar of the State of New York, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed her signature this 18th day of March, 1996.



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Subscribed and sworn to before me  
this 18th day of March, 1996.



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JOANN WEIMER  
Notary Public, State of New York  
No. 41-4844046  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires 2-28-98